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<p>UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK</p> <p>ANGEL NAULA and JOSE FERMIN, on behalf of themselves and all others similarly situated,</p> <p style="text-align: right;">Plaintiffs.</p> <p style="text-align: center;">-against-</p> <p>RITE AID OF NEW YORK INC d/b/a RITE AID, RITE AID CORPORATION and DOES 1 through 100, inclusive.</p> <p style="text-align: right;">Defendants.</p>	<p>Case No: 08 Civ. 11364 (JGK) ECF Case</p> <p>DECLARATION OF CHARLES GERSHBAUM IN SUPPORT OF PLAINTIFFS' OPPOSITION TO DEFENDANTS' MOTION TO DISMISS OR, ALTERNATIVELY TO STAY UNDER THE "FIRST-FILED" RULE</p>
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DECLARATION OF CHARLES GERSHBAUM

I, CHARLES GERSHBAUM, declare as follows:

1. I am a founding partner of Hepworth, Gershbaum & Roth, PLLC., co-counsel for the Plaintiffs in the above entitled Action. I make this Declaration in support of *Plaintiffs' Opposition To Defendants' Motion To Dismiss or, Alternatively to Stay under the First Filed Rule*. I have personal knowledge of the matters stated herein and if so called upon as a witness, could and would testify competently thereto.

2. Attached hereto as **Exhibit "A"** is a true and correct copy of the *Motion and Memorandum in Support of Plaintiff's Motion for Transfer of Actions to the Middle District of Pennsylvania, Craig v. Rite Aid Corporation and Eckerd Corporation d/b/a Rite Aid, Civil Action No. 4:08-cv-02317 (JEJ) (M.D. Pa.)*.

3. Attached hereto as **"Exhibit B"** is a true and correct copy of Rite Aid's August 14, 2009 letter to Judge Gardephe.

4. Attached hereto as **"Exhibit C"** is a true and correct copy of Indergit's August 21, 2009 letter to Judge Gardephe.

5. Attached hereto as **"Exhibit D"** is a true and correct copy of Naula's August 26, 2009 letter to Judge Gardephe.

6. I declare under the penalty of perjury under the laws of the State of New York and the United States of America that the foregoing is true and correct. Executed on August 28, 2009 in New York, New York.

By: S/
Charles Gershbaum, Esq.